

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

In re)	Chapter 11
RESIDENTIAL CAPITAL, LLC, et al.)	Case No. 12-12020 (MG)
Debtors.)	(Jointly Administered)
)	Docket Ref. Nos. 530, 874 & 1060

**SECOND SUPPLEMENTAL DECLARATION OF
HARVEY R. KELLY OF ALIXPARTNERS, LLP AS
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF RESIDENTIAL CAPITAL, LLC, ET AL.**

I, Harvey R. Kelly, declare, pursuant to section 1746 of title 28 of the United States Code, as follows:

1. I am a managing director of AlixPartners, LLP (together with its parent and subsidiary-affiliates, “**AlixPartners**”), which has a place of business at 2000 Town Center, Suite 2400, Southfield, Michigan 48075.
2. Except as otherwise noted, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.
3. I am filing this second supplemental declaration to supplement my original declaration (the “**Original Declaration**”), executed on June 27, 2012, my supplemental declaration (the “**Supplemental Declaration**”), executed on July 23, 2012, and the *Supplemental Declaration of Alan D. Holtz*, executed on August 8, 2012, all in support of the application (the “**Application**”), dated June 27, 2012, of the Official Committee of Unsecured Creditors of Residential Capital, LLC, et al. (the “**Committee**”) for entry of an order authorizing the Committee to employ and retain AlixPartners, LLP as financial advisors pursuant to sections 328 and 1103 of chapter 11 of title 11 of the Bankruptcy Code and under the terms and conditions set forth in the Application.

4. In the Original Declaration and the Supplemental Declaration, AlixPartners reserved the right to supplement its declarations in the event that AlixPartners discovered any facts bearing on AlixPartners' employment by the Committee. Accordingly, AlixPartners would like to disclose the following:

- Chadbourne & Parke LLP ("Chadbourne"), a professional in interest in this case, is client counsel and professional in interest to current and former AlixPartners clients in matters unrelated to the Debtors. Chadbourne is a professional in interest in a current bankruptcy matter in which AlixPartners represents the unsecured creditors' committee of The Tribune Company, in matters unrelated to the Debtors.
- Mesirow Financial Consulting, LLC ("Mesirow"), a professional in interest in this case, is a bondholder and/or significant shareholder of current and former AlixPartners clients in matters unrelated to the Debtors. Mesirow is the previous employer of current AlixPartners employees.

5. AlixPartners continues to reserve the right to supplement its disclosures in the event that AlixPartners discovers any facts bearing on matters regarding AlixPartners' employment by the Committee. If any new material relevant facts or relationships are discovered or arise, AlixPartners will promptly file a supplemental declaration pursuant to Bankruptcy Rule 2014(a).

I declare under penalty of perjury pursuant to 28 U.S.C. §1746 that the foregoing is true and correct.

/s/ **Harvey R. Kelly**
Harvey R. Kelly

Dated this 4th day of September, 2012